

TEXAS SOCIETY FOR HAND THERAPY BYLAWS

ARTICLE 1 – NAME/OFFICES

The name of the Corporation shall be the Texas Society for Hand Therapy (herein referred to as the “Corporation”). The Corporation is a non-profit corporation organized under the laws of the Senate of Texas, and the Corporation shall have and continuously maintain a registered office and a registered agent in the State of Texas, and may have such other offices within or without the state of Texas as the Board of Directors may from time to time determine.

ARTICLE 2 – MISSION

The mission of the Corporation is charitable, education, and scientific, as defined in Section 501(c)(3) of the Internal Revenue Code, including but not limited to the promotion of education, research, and the advancement of science in the field of hand therapy. The Corporation intends to fulfill its mission through communication, education, research, and the establishment of clinical standards.

ARTICLE 3 – MEMBERSHIP

3.0. Membership Definition

It is recommended that a member of the Corporation be a member of the American Society of Hand Therapists (ASHT). Membership in ASHT, however, is not mandatory.

3.0.1. Active members: Active members must be a Certified Hand Therapist.

3.0.2. Affiliate members: Affiliate members must be a certified or licensed occupational therapist, physical therapist, occupational therapy assistant, physical therapy assistant, or physician.

3.0.3. Student members: Student members must be enrolled in an accredited entry-level occupational or physical therapy program, or occupational or physical therapy assistant program. Transition OTD and DPT programs do not qualify for student membership.

3.0.4. Partner’s circle: Partner’s circle members are individuals, hospitals, or businesses that share the common interest of supporting the advancement of hand therapy.

3.0.5. Members do not need to reside in the state of the named Corporation.

3.1. Application for Membership

Requests for membership shall be made by submitting a membership application to the Corporation which shall be processed under criteria and procedures established by the Board of Directors. The Corporation shall create its own membership application.

3.2. Rights and Obligations of Members

All members shall abide by these bylaws and the policies of the Corporation. Members are expected to attend the Corporation’s meetings/seminars on a regular basis and participate in the work of the Corporation. Members should endeavor to contribute to the educational activities of the Corporation. Members shall meet the financial obligations associated with the membership in the Corporation.

3.2.1. Active and affiliate members may vote and participate on committees.

3.2.2. Only Active members may hold elected office, except for the Affiliate Member Representative.

3.2.3. Active and affiliate members may chair committees of the Corporation.

3.2.4. Any member may serve on a committee.

3.3. Voting

Active members shall be entitled to one vote in all matters coming before the membership. Affiliate members shall be entitled to one vote only to elect an Affiliate Member Representative.

3.4. Resignation

Members may resign from the corporation at any time by giving written notice to the Vice President. Resignation does not relieve the member from meeting financial obligations incurred prior to the date of resignation.

3.5. Disciplinary Action

The Board of Directors by an affirmative vote of two-thirds of all Board members may discipline a member for cause after appropriate hearing.

3.5.1. Procedure: Due process will be afforded according to procedures established by the Board of Directors.

3.5.2 Reinstatement: Application for reinstatement of membership in the case of a membership that has been terminated must include assurance that the cause for membership loss has been remedied, payment of obligations to the Corporation incurred before terminations have been made, and the former member qualified under the current membership requirements.

3.6. Dues

The annual dues for members of the Corporation and the time for paying such dues and other fees, if any, shall be determined periodically by the Corporation's Board of Directors.

ARTICLE 4 – BOARD OF DIRECTORS

4.0. Board of Directors Composition

The Board of Directors shall consist of the following positions:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Historian
6. Education Director
7. Affiliate Member Representative

4.1. General Powers and Duties

The Corporation's power shall be exercised and its affairs managed by the Board of Directors, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these bylaws or as delegated by the Board.

Powers of the Board of Directors include:

- 4.1.1.** Development, determination, and execution of the Corporation's policy.
- 4.1.2.** Interpretation and implementation of decisions of the members and of the Board of Directors.
- 4.1.3.** Establishing annual dues, registration fees, and other assessments and charges.
- 4.1.4.** Approval of the Corporation's annual budget, the budget exceptions, and any activity directly funded by the Corporation.
- 4.1.5.** Conduct of business as necessary to meet the objectives of the Corporation.
- 4.1.6.** Contracting for such professional services as it deems necessary to support the proper functioning of the Corporation including the designation of an accountant for annual credits.

4.2. Meetings

The Corporation shall designate one of its Directors to attend the ASHT annual meeting to represent the Corporation.

4.3. Business Outside of Meeting

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Unless specifically prohibited by the Articles of Incorporation, members of the Board of Directors or any committees may participate in and act at any meeting of such Board or committee through use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such meetings shall constitute attendance and presence in person at the meeting of the person or persons participating.

4.4. Quorum

A majority of the Directors shall constitute a quorum at a regular or special meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by laws or these bylaws.

4.5. Resignation or Removal

4.5.1. Resignation: Any board member may resign at any time upon submittal of written resignation to the President or the Vice President. The resignation may take effect immediately or at a later date as specified in the letter of resignation.

4.5.1. Removal: Any member of the Board of Directors may be removed for just cause, upon a two-thirds vote of the members entitled to vote. A Board member being considered for removal shall be so advised by the President in writing at least ten (10) days prior to the membership meeting at which the question of removal is to be addressed. The Board member shall be given the opportunity to present reasons against removal, either in writing or in person, prior to any vote on the question.

4.6. Executive Board

The Executive Board will consist of the President, Vice President, and Treasurer. This board will handle emergency issues that will need a prompt decision to keep the Corporation's standards and security in terms of membership, contracts, budget, and economical status.

ARTICLE 5 – OFFICER AND OFFICER'S DUTIES

The primary duties of the officer shall include, but not limited to, those listed below and further delegated in Board-approved organizational policy. All officers of the Corporation must attend the annual meeting as well as the summer board meeting.

5.0. The President shall:

5.0.1. Be the Executive Officer of the Corporation.

5.0.2. Preside at all meetings of the Corporation.

5.0.3. Appoint, with the approval of the Board, all special committee chairmen or liaisons thereof and all standing committee chairmen unless otherwise indicated by these bylaws.

5.0.4. Have the power to sign all written obligations of the Corporation as approved by the Board.

5.0.5. Be empowered to act for the corporation in the event or any contingency not covered by these Bylaws.

5.0.6. Serve on the Board of Directors.

5.1. The Vice President shall:

- 5.1.1. Preside in the absence of the President.
- 5.1.2. Discharge presidential duties in the absence of the President.
- 5.1.3. Serve on the Board of Directors.

5.2. The Secretary shall:

- 5.2.1. Prepare a record of the proceedings of all Board and Annual Business meetings.
- 5.2.2. Determine if a quorum is present at Board and Annual Business meetings.
- 5.2.3. Serve on the Board of Directors.

5.3. The Treasurer shall:

- 5.3.1. Be responsible for the conduct of the financial affairs of the Corporation.
- 5.3.2. Have the Corporation's finances reviewed each year by an outside auditor.
- 5.3.3. Serve as an ex-officio member of any special committee or task force concerned with the Corporation's finances.
- 5.3.4. Assure that the Board approved annual budget reflects at least a balance of revenues and expenses in Corporation operations.
- 5.3.5. Serve on the Board of Directors.

5.4. The Historian shall:

- 5.4.1. Be the custodian of the archives of the Corporation.
- 5.4.2. Collect all photographs and documents accumulated by the chapter and preserve in an album for viewing at the annual meeting.
- 5.4.3. Assist the Secretary in collecting and filing all newsletter and standard forms.
- 5.4.4. Serve on the Board of Directors.

5.5. The Education Director shall:

- 5.5.1. Oversee all educational offerings of the Corporation.
- 5.5.2. Assist conference chair with planning and executing the Annual Education Conference.
- 5.5.3. Serve on the Board of Directors.

5.6. The Affiliate Member Representative shall:

- 5.6.1. Represent the needs of the Affiliate members of the Corporation.
- 5.6.2. Serve on the Board of Directors.

5.7. Terms of Office

A term of office shall begin at the commencement of the Board of Directors meeting prior to the educational seminar and shall terminate at the conclusion of the educational seminar in the year in which the term ends, or if no successor has been elected, until a successor is elected and installed.

Officers may be re-elected to serve consecutive terms in the same office, however, they may not serve more than (3) three consecutive terms.

5.7.1. The term of office for the President shall be (1) one year as President-Elect, then (2) two years as President, with the second year dedicated to training the President-Elect.

5.7.2. The term of office for the Vice President shall be (1) one year as Vice President-Elect, then (2) two years as Vice President. In the second year, the Vice-President will also serve as President-Elect.

5.7.3. The term of office for Secretary, Treasurer, Historian, Education Director, and Affiliate Member Representative shall be (1) one year as an "elect" year and then (2) two years as the officer.

5.7.4. The terms of the Executive Board Members shall be overlapping, not allowing the entire Executive Board to be replaced at the same time. The terms of office of the President and Treasurer shall not end in the same year.

5.8. Vacancies

In the event of the vacancy in any office, except that of President, the remaining Board Members shall elect a replacement to serve the unexpired term. In the event of a vacancy in the office of the President, the Vice President shall serve the unexpired term of the President.

An officer who has served more than one-half of a term of office shall be considered to have served a full term.

ARTICLE 6 – COMMITTEES

6.0. Committees of Directors

The Board of Directors, by majority vote, may designate one or more committees.

6.1. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such a resolution, at least two members of each such committee shall be directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgement the best interests of the Corporation shall be served by such removal.

6.2. Term of Office

Each member of a committee shall serve a (1) one year term that shall begin at the commencement of the educational seminar and shall terminate at the conclusion of the educational seminar in the year in which the term ends.

6.3. Chairman

One member of each committee shall be appointment chairman by the Board of Directors. The chairman shall serve a (3) three year term.

6.4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.5. Quorum

Committee actions requiring a vote of the members of that committee shall require a majority vote of the committee members.

ARTICLE 7 – NOMINATIONS AND ELECTIONS

7.0. Voting Privileges

The voting member of the Corporation shall annually be provided opportunity to elect Officer/Board members.

7.0.1. Active members may vote for all elected officers except that of the Affiliate Member Representative.

7.0.2. Affiliate members may only vote for the Affiliate Member Representative.

7.1. Nominations

A nominating committee shall be formed annually consisting of at least (1) one member from the current Board of Directors and (1) one member of the Corporation at large as appointment by the Board of Directors.

7.1.1. Any member may recommend candidates for officers in the Corporation.

7.1.2. The written call for nominations will be provided to the membership no later than (45) forty-five days before a specified date.

7.1.3. The nominating committee shall present a slate of candidates for each elected position to be filled.

7.1.4. A member of the nominating committee cannot be nominated to office.

7.2 Elections Procedures

7.2.1. Eligible Board positions shall be elected by a majority of votes cast by voting members.

7.2.2. The nominating committee shall prepare a ballot for election of officers to the Corporation. The ballot shall include a slot for write-in votes.

7.2.3. Ballots shall be available to all members of the Corporation eligible to vote on such matters.

7.2.4. Ballots shall be returns from at least the number of members that would achieve a quorum, which is 15% of voting chapter members.

ARTICLE 8 – MEETINGS

The Corporation shall have regular meetings with its members at least once a year and may have a speaker for educational purposes. In addition, the Corporation shall have an educational seminar annually. A standard meeting format with standard program content shall be developed by the Board. All the Corporation's meetings and seminars must have all income and expenses planned.

8.0. Annual Business Meeting

An annual business meeting of the members of the Corporation shall be held at a time and place designated by the board. The annual business meeting shall be open to all members of the Corporation and to non-members by recommendation of the President and approval by majority vote of those members who are entitled to vote.

8.1. Special Business Meetings

Special business meetings may be called by the Board with notice sent to Active members at least (30) thirty days prior to the date of the meeting. Business to be transacted at any special meeting shall be stated in the notice.

8.2. Quorum

Fifteen (15%) percent of active members shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of members.

At any meeting of the members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be signed either: (i) by all the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting which all members entitled to vote thereon were present in voting.

ARTICLE 9 – FISCAL YEAR

The fiscal year of the Corporation shall run from July 1 through June 30.

ARTICLE 10 – AMENDMENTS

10.0. Amendments

10.0.1. Amendments may be proposed by an Active member of the Corporation, provided they are in writing, signed by three (3) Active members and submitted to the current Bylaws chairman.

10.0.2. Amendments may be proposed by the Bylaws committee in accordance with its annual review of these Bylaws.

10.0.3. The Bylaws may be amended by:

10.0.3.1. A majority vote by written or electronic consent of Active members.

10.0.3.2. Unanimous vote at the Annual Business meeting for amendments not make available to members prior to the business meeting, or

10.0.3.3. A two-thirds vote by written consent.

ARTICLE 11 – INDEMNIFICATION, DISCLAIMER, AND INSURANCE

11.0. Indemnification of Officers/Directors

In accordance with, and to the extent permitted by law, the Corporation shall indemnify each Board member and officer.

11.1. Insurance

The Corporation must maintain liability insurance.

ARTICLE 12 – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

12.0 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation only, and such authority may be general or confined to specific instances.

12.1. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences on indebtedness issued in the name of the Corporation, shall be signed by the Treasurer, and payments greater than \$2,000 shall be countersigned by the President or Vice President.

12.2. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories at the Board of Directors may select.

12.3. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 13 – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE 14 – DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, pursuant to the Articles of Incorporation, all assets remaining after payment of its obligations have been met or provided for shall be distributed to and among qualified Section 501 (c) (3) scientific, educational, or philanthropic organization as determined by the Corporation's Board of Directors.

Bylaws have been accepted by the Texas Society for Hand Therapy on February 1, 2022.

Doris Croft, OTR CMT

President